



The Institute  
of  
Circuit  
Technology

# Rules and Byelaws

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## **1.0 Definitions**

In these Rules and Byelaws unless the context otherwise requires:

"The Institute" shall mean "The Institute of Circuit Technology". Where The Institute of Circuit Technology is used, it may be shortened to ICT.

"The Rules and/or Byelaws" shall mean The Rules and/or Byelaws of the Institute for the time being in force.

"The Council" shall mean the Council for the time being appointed under or in accordance with the Rules and/or Byelaws, or such number of Members of the Council as under the Rules and/or Byelaws shall, for the time being, be entitled to act for the Council.

"The Honorary Secretary" shall mean the Honorary Secretary for the time being appointed under or in accordance with the Rules and/or Byelaws.

"Members" shall mean all duly elected persons whose annual subscription shall have been paid within the prescribed period.

Words denoting the singular number shall include the plural number and vice-versa.

## **2.0 Application of Funds**

The funds of the Institute shall be applied solely towards the promotion of "The Objectives of the Institute of Circuit Technology" (Addendum A), and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profits to Members of the Institute, provided that nothing in these Rules and/or Byelaws shall prevent the payment in good faith to any officer or servant of the Institute or to any Member thereof in return for services actually rendered to the Institute.

## **3.0 Membership**

- a) Subject to the Rules and/or Byelaws a person who is over the age of 18 years shall be entitled to be admitted as a Member of the Institute at an appropriate grade, provided that The Council have satisfied themselves that in all other respects a Candidate for election as a Member is a fit and proper person to be elected.
- b) No person shall be eligible for election as a Member at an appropriate grade unless The Council shall first be satisfied that they are engaged or have an interest with Circuit Technology as defined in "The Objectives of the Institute of Circuit Technology". Such a candidate must complete the online application form through the website of The Institute.
- c) Once membership is approved the membership fee will be invoiced.

## **4.0 Subscription Rates**

The rates of subscription as agreed by Council shall be payable by members according to grade. The subscription year begins on the first day of January each year. Any Member being elected after the first day of January shall pay a pro-rata subscription. If the applicant is an employee of a Corporate Member no individual fee may be due.

### **4.1 Non-Payment of Subscription**

Subscription invoices are due to be paid in full on receipt. Non-payment of subscriptions from the date of invoice may result in suspension or termination of membership, this will be at the discretion of the Council. All rights and privileges of membership will also be terminated.

## **5.0 Termination and Reinstatement of Membership**

Membership may be terminated by any of the following events:

- a) On receipt of a written resignation.
- b) If a member fails to pay the subscription from the date when it falls due, unless the Council otherwise directs.
- c) Reinstatement of Membership is by application to The Council who may subject to:
  - a. the requisite outstanding fees being paid, and
  - b. with the Authority of Council, agree to reinstatement with all privileges thereof as befits a Member of the Institute.
- d) By expulsion as directed by the Council.

### **5.1 Discipline Procedure**

The Council may reprimand, expel or impose any form of restriction of Institute privilege on any Member if, in their opinion, the conduct of that Member contradicts any Rule or is or has been or is likely to be injurious or prejudicial to the character or interests of the Institute or whose conduct is likely to endanger the welfare, unanimity and good order of the Institute. All Members in such circumstances should be afforded reasonable opportunity to submit in writing, verbally or both, at their option, an explanation of their conduct.

The Council may, if they deem it appropriate, summon a Member to appear before them to answer any case against them. At such an interview, the person against whom the allegation has been made may be accompanied, if they so wish, by a fellow Member to assist with establishing the facts of any case.

Any appeal against the decision must be in writing within 14 days and an appeal committee shall be appointed to review the matter. The Council's final decision shall leave no claim against the Institute. If the Institute terminates your membership, it will provide you with a written notice. A

Member who is expelled shall forfeit all the privileges of membership and any Member expelled has no right to the return of any subscriptions.

## **6.0 Privacy Policy**

The Institute have the responsibility to protect and respect your privacy and look after your personal data. This Policy also encompasses the PCB Fabricators Group who operate under the auspices of the ICT. This Privacy Policy explains what personal data we collect, how we use your personal data and how we store your personal data securely.

How the law protects you:

Data protection laws state that we can only process personal data if we have a valid reason to do so. The reasons we process your personal data include, but are not limited to, your consent, sending you the ICT Journal, advising you of ICT events, sending other information that we deem to be of interest to ICT members and billing and contacting you.

How we collect personal data from you:

We receive information about you when you apply to join the ICT, update us with your contact details using our website to renew membership and to book and pay for events, courses etc.

How we use your data:

We use your personal information in the following ways:

- 1) To assess your membership application and at intervals assess your membership grading.
- 2) To advise you to renew membership, provide invoices and receipts.
- 3) To provide services such as The ICT Foundation Training Course.
- 4) To advise you of ICT events including Evening Seminars, Annual Symposium, AGM etc.
- 5) To send to you other information specifically of interest to ICT members.
- 6) To advise of you of PCB Fabricators membership, meetings, and associated information.
- 7) To enable us to review, develop and improve our services.

Retention periods:

We will keep your personal data until you ask for it to be deleted.

Who has access to your personal data:

Your personal data is only used by ICT Technical Director, Chair of the PCB Fabricators Group and ICT Council Officers and Members.

Your rights:

In preventing the use or processing of your personal data, it may delay or prevent us from providing the ICT Journal and advising you of ICT events, the AGM and ICT Council Meetings and PCB Fabricators Meetings and other information services.

You have the right to object to our use of your personal data, or ask us to delete, remove or stop using it if there is no need for us to keep it. This is known as your right to be forgotten. There are accountancy reasons why we will need to keep your data, but please do inform us if you think we are retaining or using your personal data incorrectly. You can view, edit, or delete your personal data by requesting this from the ICT Technical Director.

Where we store your personal data:

All information you provide to us is stored on secured computers within the UK. We also back-up your data to Microsoft's cloud platform. By providing your data to us, you agree to this transfer and storage. The storage of your data is protected by passwords.

## **7.0 Annual General Meeting**

- a) Annual General Meetings shall be held early in the year.
- b) Notice of the Annual General meeting shall be sent to every Member who has a valid email address not less than fourteen days before the day of such meeting; this will usually be by email message.
- c) The scope of the business which may be transacted at the Annual General Meeting shall be to receive and consider the Annual Report of the Council, to consider the Accounts, to consider and elect officers to fill vacancies on the Council in accordance with the regulations laid down by the Council from time to time, and in other offices of the Institute, to elect Auditors for the ensuing year, and to consider such business as shall be brought forward by or with the sanction of the Council and which shall have been stated in the notice convening the meeting.
- d) For the purposes of filling the annually occurring vacancies in the Council, the Council shall invite nominations from Members of the Institute. The Honorary Secretary shall send an invite to all members at least 8 weeks prior to the next Annual General Meeting to invite nominations for vacancies on the Council. Any such nominations must be made in writing or email message by not less than two Members and must be forwarded with the consent of the candidates to the Honorary Secretary of the Institute not later than 4 weeks prior to the date set for the next following Annual General Meeting. No Member (other than a Member of the Council) may nominate more than one candidate to the office of Council in any one year. The Council shall prepare a list of all candidates nominated either by the Council or individual Members, giving in alphabetical order their names and stating by whom each candidate is nominated, and such list shall be sent by email message not less than one week before the Annual General Meeting to every Member who is entitled to receive notice of the meeting. Current Members of the Council seeking re-election do not need to re-apply.
- e) No vote may be given for any candidate whose name does not appear on the list of candidates and no name may be added to such a list after the same has been circulated. The said list shall be in the form prescribed by the Council.
- f) Every two years at the AGM, the Council members, minus the Chair and Vice Chair will be due for election for a two-year term. A block vote system will be used to elect Council members. Each current member of the Institute is eligible to cast a vote for each vacancy. Voting may include an online balloting system as agreed by The Council and notified in advance with the invitation for nominations.
- g) Every two years at the AGM, the Chair and Vice Chair will be due for election for a 2-year term. Each current member of the Institute is eligible to cast a vote for each vacancy. Voting may include an online balloting system as agreed by The Council and notified in advance with the invitation for nominations. The Chair and Vice Chair positions will be elected on alternating years to the Council members.

## 8.0 The Council

- a) The government of the Institute and the management of its concerns are vested in the Council, who in addition to the powers and authorities by the Rules and/or Byelaws, or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Institute and are not by the Rules and/or Byelaws expressly directed or required to be exercised or done by the General Meeting of the Institute, but subject nevertheless to the provisions and Rules and/or Byelaws and to any regulations from time to time made by the Institute in General Meeting, but so that no regulation so made shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- b) Without prejudice to the general powers conferred by Rule and/or Byelaw or any other powers conferred by the Rules and/or Byelaws the Council shall have power to:
  - a. Acquire and hold any property which the Council may from time to time think requisite or desirable for the Institute.
  - b. Receive and accept donations, endowments, and gifts of property.
  - c. Borrow or raise money with or without securities for any purpose of the Institute.
  - d. Sell, improve, repair, manage, develop, exchange, or otherwise dispose of any property of the Institute.
  - e. Invest from time to time all monies and funds of the Institute.
- c) Every Full Member and Fellow shall be eligible to be a Member of the Council assuming they have been a member for at least one calendar year. The Council shall be chosen from the Members and consist of not less than nine (9) nor more than thirteen (13) Councillors elected by the Members in General Meeting on the nomination of the Council, and not more than two additional Councillors who may be co-opted each year in addition to the Officers and Trustees shall be Members of the Council ex-officio.
- d) The Council shall have power to fill any vacancies occurring in the Council between Annual General Meetings.
- e) Any Member of the Council shall cease to be a Member thereof:
  - a. If they shall fail to attend three consecutive meetings of the Council except by leave of the Council.
  - b. If by notice in writing to the Honorary Secretary the member resigns their office, or
  - c. If the Council by a majority of three fourths of its Members as shall be present at a meeting duly convened for this purpose resolve that such Member be requested to resign from the Council.
- f) The continuing Members of the Council may act notwithstanding any vacancies in their Body.

## **9.0 Extraordinary General Meeting**

- a) The Council may at any time call an Extraordinary General Meeting of the Institute, and it shall do so whenever a requisition signed by three of its members or 10% of the Membership and stating the object of the meeting is delivered to the Honorary Secretary.
- b) Two weeks' notice at least of the time when, and the subject for which, every Extraordinary General Meeting is to be held shall be sent to every Member. No business other than that of which the notice has been given shall be entered upon or discussed at such a meeting.

## **10.0 Proceedings at General Meetings**

- a) Seven (7) Members present in person or online shall form a quorum at a General Meeting of the Institute except in the case of an Extraordinary General Meeting summoned on the requisition of Members under Rule and/or Byelaw when ten (10) Members must be present in person or online to form a quorum.
- b) The Chair or Vice-Chair of the Council shall be entitled to take the Chair at every General Meeting and if neither of them shall be present within fifteen minutes of the time appointed for holding such a meeting the Members shall vote one of their number to take the Chair.
- c) If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such other more convenient day and time as the Chair of the Council may determine. If, at the adjourned meeting, a quorum is not present those Members who are present shall constitute a quorum and may transact the business for which the meeting was called.
- d) The Council may determine to hold a General Meeting by means of an online meeting service that allows you to virtually meet with other people, without leaving your home or office. Meetings require a computer with Internet access and a separate phone line or over VoIP (Voice over Internet Protocol), also called IP telephony. By calling into the conference phone number, you will be able to hear the Chair and other participants. Online meeting facilities may include a means of voting during the meeting; voting by means of this facility will be deemed as valid.
- e) Every question submitted to the meeting, other than the Election of Members of the Council, shall be decided by a show of hands or online voting facility as appropriate. Every Member present shall have one vote except in the case of equality of votes when the Chair shall have a casting vote in addition to that which is entitled as a Member. No vote shall be given by Proxy.
- f) At any meeting, a declaration by the Chair that a resolution has been carried, or carried by a specified majority, or lost or not carried by a specified majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or relative proportion of the votes recorded in favour or against such resolution.
- g) The Chair of the meeting may with the consent of meeting adjourn the same from time to time.



## **11.0 Proceedings of the Council**

- a) The Council may meet for the despatch of business and adjourn or otherwise regulate their meetings and proceedings as they think fit and the notice if any, which is to be given of any such meeting. Seven Members of the Council shall form a quorum.
- b) The Honorary Secretary, on the requisition of Chair or any five Councillors shall at any time call a General Meeting of the Council and when such a meeting is held every Member of the Council shall be summoned by notice specifying the object of the meeting.
- c) Questions arising at any meeting shall be decided by a majority of votes, and in case of equality of votes the Chair shall have a second or casting vote.
- d) If at any meeting the Chair and Vice-Chair are not present at the time appointed for holding same, the Members of Council present may nominate one of their number to be Chair of the Meeting.
- e) A meeting of the Council at which a quorum is present shall be empowered to exercise all or any of the authorities, powers, and discretions by or under these Rules and/or Byelaws vested in or exercised by the Council generally.
- f) Minutes of the proceedings of every meeting of the Council shall be taken and stored in a secure format approved at a subsequent meeting of the council.
- g) The accounts of the Institute shall be from time to time examined by the Council, who shall present to the Annual General Meeting a statement thereof together with a report on the general affairs of the Institute during the preceding year.
- h) Actions arising from any meeting of the Council shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of all or any Members of the Council, be as valid as if every such Member had been duly appointed.

## **12.0 Committees**

- a) The Council may appoint from time to time such Committees as may be deemed necessary. Such Committees may include Members who are not Members of the Council.
- b) Every Committee shall in exercise of the powers delegated to it conform to any Regulations which may from time to time be imposed on it by the Council and no act, order or resolution of the Committee shall bind the Institute unless it is done by direction and authority of the Council or is ratified by the Council.
- c) Meetings and proceedings of any Committee shall be governed by the provisions contained in the Rules and/or Byelaws for regulating the meetings and proceedings of the Council so far as the same are applicable hereto and not be superseded by any Regulation under Sub-Rule and/or Byelaw.

## 13.0 Officers

- a) There shall be the following elected Officers:
  - CHAIR
  - VICE- CHAIR
- b) There shall be the following appointed Officers who shall be appointed by the Council for the term of 4 years and upon the conditions which the Council may decide from time to time:
  - HONORARY SECRETARY
  - TREASURER
  - WEBSITE MANAGER
  - ICT JOURNAL EDITOR
  - TECHNICAL DIRECTOR
- c) The Office of WEBSITE MANAGER and ICT JOURNAL EDITOR may be held without Membership of the Council.
- d) For the purpose of continuity, the Council may nominate currently serving Officers, who have served in that capacity since the previous Annual General Meeting.
- e) Nomination from Members for election to office must be received in writing or email by the Honorary Secretary, together with the nominee's written consent to serve, not less than six weeks prior to the date of the next Annual General Meeting. The Honorary Secretary is to send an invite to all members at least 8 weeks prior to next Annual General Meeting for any nominations for election to Office.
- f) The election of the nominated elected Officers shall take place at the Annual General Meeting.
- g) The Treasurer shall have special charge of Accounts and the collection by the Institute of all sums of money due to the Institute which when received shall be paid over as soon as possible to the Bankers of the Institute. They shall prepare a statement of the financial position of the Institute for the information of the Council as required. The Treasurer will have the authority to make BACS transfer from the Institutes bank account to settle due invoices for previously approved expenditures. All cheques issued by the Treasurer shall be authorised by at least two signatories.
- h) There is no limit to the number of terms that an Officer can serve in a position providing the voting / appointment requirements of the Rules and Byelaws are adhered to.

## 14.0 Accounts

- (a) The Council shall cause true Accounts to be kept of the receipts and expenditure of the Institute and the matters in which receipt of which receipts and expenditure take place and of the assets, credits, and liabilities of the Institute.

- (b) At the Annual General Meeting of the Institute in each year the Council shall lay before the Institute an Income and Expenditure Account made up to the 31st day of December of the preceding year with a Balance Sheet as at that date.

## **15.0 Auditors**

- (a) The Auditors shall be appointed by the Members at the Annual General Meeting, and their remuneration (if any) shall be fix by the Council.
- (b) It shall be the duty of every officer or servant of the Institute to give the Auditors such information and explanations as they may require.

## **16.0 Notices**

- (a) Any notice sent by email messaging shall be deemed to have been served on the day it was sent.
- (b) It shall not be necessary to give any notice to any Member of the Institute who shall not have registered a valid email address.

## **17.0 Indemnity**

Every Member of the Council or other Officer or Servant of the Institute shall be indemnified by the Institute against all costs and losses which may become liable to or incur by any reason of any act or thing done by him in discharge of his duty, and any Officer or Servant of the Institute shall be similarly indemnified against any costs, losses and expenses they may incur or become liable to by any act or thing done by him in the discharge of any duty performed for and with the authority of the Council.

## **18.0 Closure**

In the instance of a dissolution of the Institute the Assets, after all the debts have been paid, will be distributed equally to paid up Individuals of the Institute.

## Addendums

### (A) The Objectives of the Institute of Circuit Technology:

- To provide a forum for members of the Institute of Circuit Technology to discuss the technology of printed circuits and related technology.
- To unite through membership in the Institute persons engaged in the design and manufacture of printed circuit technology.
- To seek to improve the standard of knowledge of electronic circuit design and manufacture employing printed circuit technology and thereby increase the effectiveness of the service provided to industry and commerce. To achieve this by providing opportunities for members to improve their knowledge of materials, processes, and practices.
- To develop through research, discussion, and the exchange of information a better understanding of the part played by circuit technology in all types of economic endeavour.
- To hold meetings, seminars, and training courses for the exchange and dissemination of knowledge and to sponsor national and international meetings for this purpose.
- To co-operate with other overseas organisations formed to improve knowledge and promote interest in circuit technology and with other organisations interested in or concerned with this subject.
- To sponsor educational facilities through colleges, universities, schools, and other organisations for the training of persons in circuit technology.
- To provide such educational facilities, where this is expedient, by setting up a training college.
- To provide a professional status to those members who are engaged in electronic circuit design and manufacture, and ancillary services concerned with circuit technology and to secure recognition of this status.
- To make grants to or for the benefit of and education of all such persons (Members or otherwise) as shall be considered likely to benefit from education at technical colleges and at any educational establishment either at home or abroad.
- To create and administer and to assist in the creation and administration of scholarships, exhibitions, bursaries, and prizes for the encouragement of study tenable at any educational establishment either at home or abroad and to act as trustees and managers of any property, endowment, bequest, or gift for educational purposes.
- To organise or assist in organising exhibitions, lectures, public meetings, classes, and conferences calculated directly or indirectly to advance the cause of education whether general, scientific, technical, or professional.
- To purchase, hire, exchange, borrow, accept a gift, donation bequest, or loan of, or in any way acquire and hold, whether temporarily or permanently, for the purpose or advantage of the Institute (so far as the law shall allow) any real or personal property, and in particular any lands, buildings, rooms, furniture, apparatus, machinery, appliance, conveniences and accommodation: and to sell, demise, let, sublet, mortgage or otherwise dispose of the same or any part thereof; and to permit the use of the same, either gratuitously or on such terms as the Institute may think fit, for public or other meetings, lectures, demonstrations, experiments, classes, discussions, or for any other purposes which the Institute may consider advisable.
- To borrow or raise money, and to secure repayment of the same, by mortgage, charge, or lien, or by the issue of debentures or debenture stock promissory notes, or other obligations or securities.
- To invest the monies of the Institute not immediately required for the purpose thereof, upon such securities, or in such a manner as may be determined by the Council.

- To employ managers, teachers, professors, demonstrators, lecturers, librarians, servants and agents, and to employ persons to edit, write, adapt, publish, journals, reports and books, or to make researches, experiments or demonstration connected with any of the objects of the Institute, and to pay salaries, wages or rewards to any such persons.

**(B) Grading Qualifications and Experience**

Shortly after applying, your application details and or biography will be passed to the Grading Committee. They will consider your qualifications and experience and will establish your grading. The assessment of the grading committee is final, but grading can be reviewed upon further application after a period of 12 months. The Membership Secretary will issue you with a certificate following your grading assessment.

**STUDENT MEMBER:**

A Student Member shall be a person under the age of 22 years who:

- Has satisfied the Council that they have received good general education.
- Is receiving a practical and theoretical training in a subject relevant to electronic interconnection and packaging.

**ASSOCIATE MEMBER:**

An Associate Member shall be a person not under the age of 22 years who:

- (a) Has satisfied the Council that they have received good general education and practical and theoretical training in the Interconnection and Packaging Industries, or
- (b) Has passed one of the examinations approved by the Council for this purpose. These include but are not limited to:
  - An approved undergraduate course in a relevant subject.
  - Successfully completed the Institute's Annual Foundation Course
  - Has relevant and sustained industry and technical experience such as the Grading Committee deem to be acceptable.

**FULL MEMBER:**

A Member shall be a person who has, in the opinion of the Council, an established reputation in the Interconnection and Packaging Industries, and

- (a) Being not less than 25 years of age and being an Associate of the Institute has at least 5 years approved experience in the Interconnection and Packaging Industries, or
- (b) Being not less than 25 years of age and being an Associate of the Institute has in addition been engaged for at least 5 years in a position of responsibility in the Interconnection and Packaging Industries, or
- (c) Being not less than 35 years of age and having been engaged in the Interconnection and Packaging Industries, for at least 10 years of which a substantial proportion has been undertaken in a responsible position, or
- (d) Being not less than 25 years of age and possessing an appropriate degree or equivalent qualification and has completed 3 years approved experience. The Council may consider the nature of the degree in considering applications under this heading, or
- (e) Being not less than 25 years of age and possessing an appropriate post-graduate qualification, has completed one year's approved experience.

The Council shall have absolute discretion in deciding whether the qualifications of the applicant are such that the application for Full Membership should be accepted.

**FELLOW:**

A Fellow shall be a person who, being at least 35 years of age shall satisfy the Council that they have an established reputation as an Interconnection and Packaging Industries scientist, technologist or have made a substantial contribution to the science and technology of the Industry or has rendered special services to the Institute.

The Committee shall always have absolute discretion in deciding the ultimate grading of the applicant/individual member. At any time, after the initial grading, a member may apply in writing for promotion stating their case in a separate letter to the Institute.

### **(C) The UK PCB Fabricators Group Bylaws**

1. The PCB Fabricators Group (otherwise known as the 'Group') is a Trade Association to support and promote the interests of those companies who manufacture Printed Circuit Boards (PCB) and Flexible Circuits in the UK. Working closely with member companies, the PCB Fabricators Group will seek to present a cohesive and coordinated approach in dealing with other parts of industry, government, and other organisations and to serve the collective needs of its members in terms of business, technical and commercial issues. The Group will provide benefit to members through supporting the development and growth of the UK PCB manufacturing industry and to aid the transfer of knowledge and information. Members benefit from access to business networking, market data, events, newsletters, and other publications.
2. In order to achieve any of the objects above the Group may:
  - a. Conduct meetings for its members.
  - b. Raise funds by any means, including subscriptions from members, obtaining donations and grants from any persons or organisations and the holding of money raising events of any kind.
  - c. Employ part time officers and contract for services to be provided by any person, or organisation; and pay fees for any services rendered to the Group.
  - d. Engage the Institute of Circuit Technology and their appointed officers, accountants, and other professional advisers to advise and act for the Group and pay any fees and expenses of such persons.
  - e. Cooperate with any other organisation having objects similar to or compatible with those of the Group.
  - f. Do all such things that are lawful and necessary or expedient for the promotion of the Group's objects.
3. If, when the Group is wound up or dissolved, there remains any assets whatsoever after all the debts and liabilities have been satisfied including ICT corporate fees due, Members will decide at the time of dissolution how they may be distributed among the members of the Group.
4. The PCB Fabricators Group will operate under the auspices of the Institute of Circuit Technology (ICT). The ICT will collect subscription fees and administer payment of associated fees and expenses to persons providing services to the Group.
5. The Officers of the Group will include a Chair, elected, and appointed by the Group.
6. The Group will contract with third parties for the collection of data, analyses, and publication exclusively to the Group of industry market statistics. These will be confidential to Group members who shall not share this information with non-members.
7. Membership is open to all Companies that manufacture PCB's and flexible circuits within the UK. The Primary representative of each member company will be their Managing Director or CEO or General Manager (when the manufacturing facility is part of a larger organisation). The Primary Representative can appoint one delegate to attend meetings on their behalf.
8. A member may at any time resign from membership of the Group by giving written notice. Membership is not transferable to any other person or organisation. In the event of a member resigning they shall still be responsible for paying the full subscription for one year during which the resignation takes place, and in the event that they are a fully paid-up member, not entitled to any refund.



9. Group meetings may make rules for the payment of annual subscriptions by members. The member and the ICT treasurer may decide the method of payment the member chooses.
10. If a member fails to pay a subscription as required, the elected committee may decide that the member is then no longer a member. Nothing in this article or any rule will affect the association right to recover monies owed by legal process of law.
11. Every member must pay the Group fees, subscriptions and levies which are payable under the rules.
12. There will be 4 planned meetings per year typically held in conjunction with ICT events. In addition, on-line meetings may be arranged as required.
13. Minutes of the proceedings of every meeting of the Group shall be taken and stored in a secure format approved at the subsequent meeting of the Group.
14. A resolution put to the vote at meetings shall be deemed on a show of hands; members joining the meeting through teleconference facilities may also vote.
15. No business may be transacted at any meeting unless a quorum is present. The quorum is one-third of the persons who are entitled to attend and vote. The persons who are entitled to vote are one representative from each member company.
16. If at any time a quorum is not present those members present may decide to adjourn the meeting until a quorum is present.

## **(D) Competition Law Compliance Guidelines**

1. The Institute of Circuit Technology and the PCB Fabricators Group bring together manufacturers and others involved in the printed circuit board industry to discuss issues of industry-wide importance. Our members may compete directly with each other as sellers or buyers. All members should therefore ensure that they comply fully with UK competition law and any other equivalent provisions.
2. Generally, no member should ever discuss or be involved in any of the following activities that will infringe the ban on anti-competitive agreements:
  - a. Price-fixing, including the co-ordination of price ranges, discounts, or any other element of pricing, and even discussing prices.
  - b. Market partitioning such as the allocation of customer groups or territories between competitors or bid rigging.
  - c. Agreements on investment levels or production quotas.
  - d. The exchange of competitively sensitive information, for instance, on business plans, customer relations or ongoing or planned bids.
  - e. Agreed restrictions on trade between regions such as export bans, or prohibitions on sales to parallel traders.
  - f. Joint negotiations, joint selling or (except after legal review) joint buying.
  - g. Any other agreement restricting competition such as, for instance, a collective boycott, any arrangement to avoid direct competition, or joint action to exclude competitors or new entrants.
3. To be prohibited by competition law, an agreement need not be written down.
4. Members must never exchange competitively sensitive information on their own or their competitors' commercial strategy or anything which would be considered a business secret. Particular care should be taken in discussions with fellow-members who are or who may become competitors both at formal gatherings and at any informal meeting, even in a social context. Subjects to avoid are:
  - a. Prices and discounts, or price-related contractual terms
  - b. Client relations, ongoing bids or plans to bid for business.
  - c. Business plans or commercial strategy.
  - d. Competitive strengths/weaknesses in particular areas.
  - e. Production planning or output levels.
  - f. Product development or investment in research programmes which is not yet widely known.
  - g. Individualized market share data.
5. Market surveys are allowed, so long as results are presented in statistical form, individual price information is excluded and competitively sensitive information such as market share and export volumes remain anonymous.
6. Benchmarking is allowed, so long as the entity collecting and processing the data is bound by confidentiality, and the data are not and cannot be linked to specific competitors.
7. It is acceptable to discuss public policy, educational and scientific developments, regulatory matters of general interest, generally acknowledged industry trends, publicly available information and historical information that have no impact on future business. Members may

display or demonstrate new or existing products, but not discuss non-public R&D or production plans.

8. If you are part of information or benchmarking 'pool' or other market survey, ensure that individual manufacturers are not identifiable from the data, avoid meetings to discuss the results of the information gathering exercise, and allow open and voluntary participation in the exchange.